

International Women's Association of Modena APS

Constitution

Including agreed changes during AGM
2019, July 5th

Art 1 Constitution, name & seat

- 1) The International Women's Association APS is a social and cultural non-profit organisation, headquartered at Via Giardini 466, Scala G, 41124 Modena (Direzionale 70) As long as the headquarters will be moved within Modena, changes to the constitution are not required. The Executive Board has the right to change the registered office, if the need arises, subject to the resolution of the shareholders' meeting". The association is asked to inform on time any change of headquarter to the public responsible or the registers where the association is inscribed.
- 2) The Association is not for profit and operates without discrimination on political, religious or racial grounds. It is forbidden to distribute, even indirectly, profits or operating surpluses made by the association and in the event of dissolution of the association any existing assets will be donated for purposes of social utility or to another entity with similar aims.
- 3) Duration of the Association is unlimited.

Art 2 Objectives and activities

- 1) The objective of the International Women's Association of Modena APS is the **promotion of social, cultural and professional opportunities** for foreign women living in Italy and of Italian women with intercultural experiences. In particular to:
 - a. facilitate the integration of women who have recently moved to Italy/Emilia-Romagna, helping them to establish a new social life, to integrate her and her family to the new cultural context, to solve easily problems in the organisation of every-day-life and to bring women with similar experiences together
 - b. facilitate the intercultural change between Italian women/foreign women that live in Italia since quite a while with women with international experience for stimulating intercultural exchange and widening the international "network"
 - c. helping the foreign women to find a balance between former life and the new challenge in a strange environment

- 2) In order to fulfill the above objective the Association aims to:
- a. organize various socio-cultural activities (events, courses, trips, guided tours, weekly meetings, etc.).
 - b. provide an online and offline knowledge base (website and guide book)
 - c. provide an online professional networking and job portal, organize company visits and events
- 3) To carry out these activities, the Association relies exclusively on the activities performed on a voluntary and free basis by its members.

Art. 3 Financial resources

- 1) The assets of the association comprise at the moment the annual membership fees.
- 2) The Revenue shall consist of:
 - a) Contributions and donations of members, third parties and public or private bodies.
 - b) Any other income that contributes to increasing the assets.
- 3) The assets may not be shared among the members either during the life of the Association or at its dissolution.
- 4) The financial year of the association will begin and end respectively on January 1 and December 31 of each year.
- 5) At the end of each year, the Executive Board shall prepare and submit the final budget for the approval of the General meeting by the end of April of the following year.

Art. 4 Members

- 1) Any woman over the age of eighteen who shares the interests and objectives of the association can become a member.
- 2) All members have the right to vote and to stand for election to the Board.

Art 5. Criteria for admission to and exclusion from the association

- 1) To be admitted to the International Women's Association the applicant must submit a completed, signed membership form to the Executive Board.

2) The membership of the association becomes enforceable after the acceptance of the application by the Executive Board and the payment of the membership fee. A denial of admission has to be explained.

3) The status of member is lost by withdrawal, exclusion or death.

4) Members may be excluded from the association by the Executive Board, when achieving a majority vote, for:

- a) failure to pay the membership fee until January 31st (exceptions can be decided by the executive board)
- b) conduct contrary to the aims of the Association
- c) persistent breaches of the constitution.

The reason for the exclusion and the date by which the measure takes effect should be specified.

5) Before exclusion the intention of exclusion must be presented to the member in writing giving them the right to reply within 15 days after the notice.

6) Any member excluded is not entitled to a refund of fees paid.

Art. 6 Responsibilities and rights of the members

1) The presentation of the membership form and payment of the annual fee means the member accepts the present constitution, the regulations and the provisions of the Executive Board.

2) Members are obliged:

- a) to observe this statute, internal regulations and resolutions legally adopted by the association bodies.
- b) to always maintain a correct and respectful behaviour towards the Association.
- c) to pay the membership fee as indicated in Art.3
- d) to treat the personal information of all members who have access through our website with care, not to transmit personal information to other stakeholders outside the association (if you do not have explicit permission), to prevent access to non-members to the password protected section of the webpage, neither can the guidebook / knowledge base be shared without consent of board members.

3) Members have the right:

- a) to participate in all the activities promoted by the Association.
- b) to attend the annual general meeting with voting rights
- c) to have access to all information on the website / in the knowledge base.
- d) To have access to the Minutes of the Member General Meetings and of the Executive Board Meetings, upon a written request sent to the President.

4) Members cannot claim any rights against the assets of the Association.

5) All members are responsible to pay themselves if they cause any damages to foreign property or persons during an IWA event. If a member can't use her personal liability insurance the association has closed a liability insurance for the case that equipment is broken during any event. The association's liability insurance will cover any expenses which are higher than the retention value of 250 EUR. All expenses up to 250 EUR have to be paid by the member.

Art. 7 Bodies of the Association

1) The Association is comprised of the following member entities:

- a) The Annual General Meeting of its members
- b) The Executive Board
- c) The President
- d) The Audit Board (role currently fulfilled by one member due to the current size of the organisation).

2) All roles held by members are to be undertaken on a voluntary / unpaid basis. However, expenses incurred through purchases made on behalf of, or in the interest of, the Association should be reimbursed.

Art. 8 The Annual General Meeting

1) The Association General Meetings are attended by all members and may be Ordinary or Extraordinary. Each member has one vote and may be represented by another member serving as a proxy. An individual member may not serve as a proxy for more than 2 other members.

Meetings must be convened with at least 15 days' notice. The convening must include the place, the date and the time of the reunion, both in first and second convocation, as well as the agenda of the day.

The notice of call is valid if sent to the e-mail address communicated by member in the membership form.

Both ordinary and extraordinary meetings are to be presided over by the Executive Board President, or, in the case of her absence, by the Vice President. In the absence of both members it may be presided over by another member of the Executive Board, to be nominated by those members present.

Both ordinary and extraordinary general meetings are only considered valid when initially convened if at least half of the Association members are in attendance. If this is not the case then the meeting must be convened a second time, but in

this instance the meeting is considered valid irrespective of the numbers of members in attendance.

A meeting may be convened a second time on the same day, provided at least one hour has passed since the time of the first meeting.

Resolutions passed are valid irrespective of whether they are passed in a meeting at first or second assembly.

An absentee ballot is not permitted.

All members up to date with their membership fee may participate. Every members has the right to one vote.

2) **The Ordinary General Meeting** covers all activities pertaining to the Association, with a particular view to:

- a) Approve the Association's yearly Financial Statements and discuss and approve the Executive Board's report
- b) Nominate the Executive Board members and the Audit Board
- c) Discuss all issues placed on the meeting's agenda (either by members of the Executive Board and other members)
- d) Approve member quotas proposed by the Executive Board

The ordinary General meeting is to be called by President at least once a year, no later than the 30th of April.

Resolution of the Ordinary General Meeting must be approved by at least 51%, of those attending the meeting, irrespective of whether they are adopted at first or second call.

3) **The Extraordinary meeting** may be called at the request of:

- a) The Executive Board
- b) The audit group
- c) By a minimum of one tenth (1/10) of Association members

Extraordinary general meetings are to be held in the same manner as ordinary meetings, but are to be convened in extraordinary circumstances relating to the Association's activities; for example to discuss potential changes to the Association's constitution and founding principles or to discuss the dissolution of the Association.

Resolution of the Extraordinary Meeting must be approved by at least two thirds of members present, of those attending the meeting, irrespective of whether they are adopted at first or second call.

To approve the dissolution of the Association, a favorable vote of at least three quarters of the entire body of the assembly is required (Art. 21 of Italian "Codice Civile")

Art. 9 The Executive Board

- 1) The Executive Board is the executive arm of the Association. It comprises a minimum of 3, up to a maximum of 9 elected members, with election mode described in Art. 9.5 .

Any member may be elected to perform a role within the Association, provided they are up-to-date with their membership fee.

Members of the Executive Board itself cannot take on additional positions within the Association. These positions have the duration of one year and are fulfilled on a voluntary / unpaid basis, although necessary expenses incurred during the fulfilment of these roles will be reimbursed. Board members can be re-elected after each year without any temporary restrictions.

- 2) The Executive Board is responsible for the nomination of the President, the Secretary and the Treasurer. These positions and others within the board are to be decided by the board by way of majority voting system.
- 3) Executive Board members, including the President, who do not participate in general meetings on a regular basis, i.e. missing at least 3 consecutive meetings, without justifiable reason, may lose their position.
- 4) The replacement of Executive Board Members in any given circumstance is to be undertaken by the co-option of the member(s) who have received the most votes among those members not elected. In this way, the Executive Board should assist in any resulting redistribution of roles. New Executive Board members are to remain in place until the end of the Executive Board's mandate.
- 5) **Election Process:** In order for a member to put themselves forward for election, she should place her name on the electoral list for either the Executive Board or the audit group, indicating also her availability to be able to perform the associated activities. These lists are to be distributed via email, with the latest possible time to put oneself forward being 48 hours prior to the electoral meeting. Each voter may express a number of preferences equal to the number of candidates. Candidates receiving the majority of votes will be elected. Where there is a tie in the number of votes received, priority should be given first to the longest serving member and then to the member who is older.
- 6) The Executive Board is responsible for all duties relating to the organisation and overall management of the Association, including:
 - a) Organising member activities and producing an overall plan of actives to be followed.
 - b) Setting the date and the agenda for general meetings and ensuring the execution of resolutions agreed.
 - c) Issuing of internal guidelines to ensure compliance with the constitution.
 - d) Organising vocational and organisational projects.
 - e) Manage the Association and make decisions upon those issues which do not fall within the competence of the general meeting.

- f) Organise activities through the delegation of roles to individual members or groups.
 - g) Decide the terms of both the admission of members into and expulsion of members out of the Association.
 - h) Establish any criteria necessary to facilitate and manage the interaction of the Association with other associations.
- 7) With relation to financial issues the Executive Board is responsible for:
 - a) Preparing the Association balance sheet and annual accounts for presentation to members at the general meeting.
 - b) Proposing any necessary increase in member fees.
 - c) Managing the Association's assets.
 - 8) The Executive Board is managed and presided over by the President, or, in the case of her absence, by the Vice President. In the absence of both members, it will be presided over by the longest serving Executive Board member.
 - 9) The Executive Board is to meet monthly, although an Executive Board meeting may be called at any time by the President herself or when at least half of the Executive Board deem a meeting to be necessary.
 - 10) At Executive Board meeting, at least one half plus one of Executive Board members must be present. Resolutions may only be passed by a majority of more than 50% of the members of the executive board.
 - 11) **Removal from Executive Board:** Executive Board members may be removed from their position prior to the end of their mandate. In this case, an extraordinary meeting would be called, subject to the existence of a justifiable reason which is supported by at least one third of members.
 - 12) **Meeting Minutes:** Minutes should be taken of each Executive Board meeting and general meetings. This is the responsibility of the Association Secretary and these minutes should be kept as records. Minutes are made available to all Association members by sending a request to the President.

Art. 10 The President

- 1) The President, nominated by the Executive Board has the job of presiding over the association and the meeting of its members.
- 2) The President is the legal representative of the Association in front of third parties and legal authorities. She has the power of ratification over all acts and measures, and is entitled to give mandates to the vice president. In the case of her absence, the Vice President may fulfil this role, or in the absence of both, the longest serving Executive Board member.

- 3) The President oversees all activities to ensure the smooth running of the Association and is to ensure the execution of all resolutions passed by the Executive Board.

Art. 12 Other Positions within the Executive Board

- 1) **The Vice-President:** The Vice President takes over as President in the case of her absence or inability to carry out her function. The Vice President is able to assume the President's role in any third-party interaction if the President is unable to do so.
- 2) **Secretary:** The secretary helps ensure resolutions passed during general meeting are implemented by taking Minutes in both Executive Board and general meetings. . She is responsible for updating the member list. She fulfils all tasks that come under the remit of the Secretary's office. Furthermore, she is responsible for the management of the members' private data and the compliance with privacy policy.
- 3) **Treasurer:** The Treasurer is responsible for revenue collection.

Art. 13 Audit Board

- 1) The Audit Board is usually comprised of two members (currently one) and may also include some non-members, as necessary. Its mandate is one year, in line with that of the Board itself.
- 2) She represents the functions of Art. 2403 of the Codice Civile, in particular it is tasked with overseeing the Association accounting process, with a particular view to checking in detail the Association's balance sheets.

Art. 14 Final and transitional provisions

- 1) In the event of the dissolution, cessation or extinction of the Association, following liquidation, any remaining assets will be donated to another entity with similar aims.

Art. 15 Indictment

- 1) In case not specifically detailed in this statuto, the Association is subject to the civil code and legal norms by which all Associations must abide.